

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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FIFTH SUPPLEMENTAL AFFIDAVIT OF RANDALL S. EISENBERG
IN SUPPORT OF THE RETENTION OF FTI CONSULTING, INC. AS
RESTRUCTURING AND FINANCIAL ADVISOR TO THE DEBTORS

Randall S. Eisenberg, being duly sworn, deposes and states as follows:

1. I am a Senior Managing Director with the firm of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors, and employees, "FTI"). I submit this affidavit (the "Fifth Supplemental Affidavit")¹ to supplement my prior affidavits that were submitted in connection with FTI's retention in these chapter 11 cases. Unless otherwise stated in this Fifth Supplement Affidavit², I have personal knowledge of the facts set forth herein.

2. On October 8, 2005, the Debtors commenced these cases by filing voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code.

3. On October 8, 2005, the Debtors filed an application to retain FTI as its Restructuring and Financial Advisor. In support of the application, an affidavit executed by the undersigned on behalf of FTI was filed in accordance with the applicable sections of the Bankruptcy Code (the "Original Affidavit"). On or about February 27, 2006, April 26, 2006,

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals within FTI and are based upon information they have provided.

July 31, 2006 and September 28, 2006, I submitted supplemental affidavits to update the

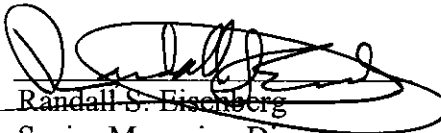
disclosures made in the Original Affidavit (the "Supplemental Affidavits").

4. Since the filing of the Supplemental Affidavits, the following has come to my attention:

- a. Upon information and belief, FTI has provided and could reasonably be expected to continue to provide services to the parties set forth in Exhibit A. FTI's representation of these organizations is wholly unrelated to the Debtors and these Chapter 11 cases.

5. Insofar as I have been able to ascertain and subject to the disclosures herein and in my prior affidavits, FTI does not represent any interests adverse to the Debtors' estates and, to the best of my knowledge, remains a "disinterested person" as that term is defined in Section 101(14), as modified by Section 1107(b), of the Bankruptcy Code.

Dated: New York, New York
February 9, 2007

By: 
Randall S. Eischberg
Senior Managing Director

Sworn to and subscribed before me on
this 9th day of February 2007


Notary Public

KARIN JACOBSON
Notary Public, State of New York
No. 31-4900115
Qualified in New York County
Commission Expires Oct. 19, 2009

Exhibit A

Delphi Corporation, et al. Relationship Check Summary

Name
Advanced Micro Devices
ALPS Electric
American Electric Power
Banc One Capital Markets
Bayer Corporation
Building Material Holdings
Cadence Innovation LLC
Celerity, Inc.
GDX Automotive
MEMC Electronics
Mittal Steel
Ropes and Gray LLP
Shell Oil
SKF USA, Inc.
The Hartford

Note: To the extent a listed entity has filed for Chapter 11, FTI may represent the Company or the Unsecured Creditors' Committee.